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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - x

**DEBTORS' MOTION FOR ORDER SHORTENING NOTICE PERIOD AND
LIMITING NOTICE OF DEBTORS' MOTION FOR ORDER PURSUANT TO
BANKRUPTCY CODE SECTIONS 105, 363 AND 365 (A) AUTHORIZING
DEBTORS TO ENTER INTO AGREEMENT IN CONNECTION WITH SALE AND
ASSIGNMENT OF UNEXPIRED LEASE AND SUBLEASE OF NONRESIDENTIAL
REAL PROPERTY, SUBJECT TO HIGHER OR OTHERWISE BETTER BIDS,
(B) APPROVING TERMINATION FEE IN CONNECTION THEREWITH,
(C) APPROVING SALE OF LEASE AND SUBLEASE FREE AND CLEAR OF
ALL INTERESTS, AND (D) GRANTING RELATED RELIEF**

The debtors and debtors in possession in the
above-captioned jointly administered cases (collectively,

the "Debtors")¹ hereby move this Court (the "Motion to Shorten Notice") for an order under section 102 of the title 11 of the United States Code (the "Bankruptcy Code") and Rules 2002, 9006 and 9007 of the Federal Rules of Bankruptcy Procedures (the "Bankruptcy Rules") approving shortened and limited notice for Debtors' Motion For Order Pursuant To Bankruptcy Code Sections 105, 363 And 365 (A) Authorizing Debtors To Enter Into Agreement In Connection With Sale And Assignment Of Unexpired Lease And Sublease Of Nonresidential Real Property, Subject To Higher Or Otherwise Better Bids, (B) Approving Termination Fee In Connection Therewith, (C) Approving Sale Of Lease And Sublease Free And Clear Of All Interests, And (D) Granting Related Relief (the "Lease Sale Motion") In support of the Motion to Shorten Notice, the Debtors respectfully represent as follows:

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), PRAHS, INC. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Motion under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and this Motion in this District is proper under 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are Bankruptcy Code section 102 and Bankruptcy Rules 2002, 9006 and 9007.

BACKGROUND

A. The Bankruptcy Cases

3. On November 10, 2008 (the "Petition Date"), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code.

4. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107 and 1108.

5. On November 12, 2008, the Office of the United States Trustee for the Eastern District of Virginia appointed a statutory committee of unsecured creditors (the "Creditors' Committee"). To date, no trustee or examiner has been appointed in these chapter 11 cases.

6. On January 16, 2009, the Court authorized the Debtors, among other things, to conduct going out of business sales at the Debtors' remaining 567 stores pursuant to an agency agreement (the "Agency Agreement") between the Debtors and a joint venture, as agent (the "Agent"). On January 17, 2009, the Agent commenced going out of business sales pursuant to the Agency Agreement at the Debtors remaining stores. As of on or about March 8, 2009, the going out of business sales concluded.

B. The Lease Procedures Order

7. On February 19, 2009, the Court approved procedures for the sale or rejection of the Debtors' real property leases for the Debtors remaining retail stores and certain other locations (D.I. 2242, the "Lease Procedures Order"). The Lease Procedures Order authorized the Debtors to solicit bids and conduct auctions with respect to the Debtors' real property leases. The Lease Procedures Order further provided procedures whereby the Debtors may reject those real property leases for which the Debtors do not receive bids or that the Debtors otherwise wish to reject by providing seven-days written notice to the landlord (the "Rejection Notice"), without further hearing.

8. On March 30, 2009, the Court approved modifications to the Lease Procedures Order (D.I. 2855, the "Modified Lease Procedures Order"), granting the Debtors additional time to market the certain of the Debtors' leases, including the Leases that are the subject of this Motion, beyond the March 31, 2009 automatic rejection date established in the Lease Procedures Order. The Modified Lease Procedures Order also authorizes the Debtors to establish new bid deadlines and auction dates for these same leases.

C. The Leases.

9. Circuit City Stores, Inc. ("Tenant"), as successor to Service Merchandise Company, Inc., is party to a ground lease dated September 19, 1986 with Simon Property Group (Illinois) LP ("Landlord"), as successor to C.Y.A., Inc., for the premises (the "Premises") located at 340 West Army Trail Road in Bloomington, Minnesota (the "Lease").

10. Circuit City Stores, Inc. subleases the Premises to Dollar Tree Stores, Inc. ("Sublessee") pursuant to a sublease dated January, 2004 (the "Sublease," together, with the Lease, the "Leases").

RELIEF REQUESTED

11. By this Motion to Shorten Notice, the Debtors request entry of an order shortening the notice period and limiting notice of the Lease Sale Motion so that it can be heard, considered and ruled upon by the Court at a hearing on June 3, 2009.

BASIS FOR RELIEF

12. Concurrently herewith, the Debtors filed the Lease Sale Motion.

13. The Debtors two-hundred ten (210) day deadline under section 365(d)(4) to assume or reject the Leases expires on June 8, 2009. As set forth in the Lease Sale Motion, the Debtors are requesting to sell certain Leases, which will result in additional value to the estate. Accordingly, the Debtors are requesting an expedited hearing be held on June 3, 2009 on the Lease Sale Motion.

14. Moreover, the Debtors propose to provide notice of the 9019 Motion to (i) the Office of the United States Trustee for the Eastern District of Virginia; (ii) counsel to the agent for the DIP Lenders; (iii) counsel to Creditors' Committee; (iv) parties who have requested notice pursuant to Bankruptcy Rule 2002; and (v) the Core Group (as defined in the Case Management Order entered on November 13,

2008 at Docket No. 130). The Debtors submit that, under the circumstances, no other or further notice need be given and in light of the circumstances, such notice is reasonably calculated to provide timely and adequate notice to the Debtors' major creditor constituencies and those parties most interested in these cases.

WAIVER OF MEMORANDUM OF LAW

15. Pursuant to Local Bankruptcy Rule 9013-1(G), and because there are no novel issues of law presented in the Motion to Shorten Notice and all applicable authority is set forth in the Motion to Shorten Notice, the Debtors request that the requirement that all motions be accompanied by a separate memorandum of law be waived.

NO PRIOR REQUEST

16. No previous request for the relief sought herein has been made to this Court or any other court.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court (i) enter an Order, substantially in the form annexed hereto, granting the relief requested herein, and (ii) such other and further relief as may be just and proper.

Dated: May 28, 2009

Richmond, Virginia

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Counsel for Debtors and Debtors
in Possession

[Proposed Order]

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 In re: : Chapter 11
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 CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
 et al., :
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 Debtors. : Jointly Administered
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**ORDER GRANTING DEBTORS' MOTION FOR ORDER SHORTENING NOTICE
 PERIOD AND LIMITING NOTICE OF DEBTORS' MOTION FOR ORDER
 PURSUANT TO BANKRUPTCY CODE SECTIONS 105, 363 AND 365**

**(A) AUTHORIZING DEBTORS TO ENTER INTO AGREEMENT IN
 CONNECTION WITH SALE AND ASSIGNMENT OF UNEXPIRED LEASE AND
 SUBLEASE OF NONRESIDENTIAL REAL PROPERTY, SUBJECT TO HIGHER
 OR OTHERWISE BETTER BIDS, (B) APPROVING TERMINATION FEE IN
 CONNECTION THEREWITH, (C) APPROVING SALE OF LEASE AND
 SUBLEASE FREE AND CLEAR OF ALL INTERESTS, AND (D) GRANTING
 RELATED RELIEF**

Upon consideration of the Debtors' Motion for Order Shortening Notice Period and Limiting Notice (the "Motion") of Debtors' Motion For Order Pursuant To Bankruptcy Code Sections 105, 363 And 365 (A) Authorizing Debtors To Enter Into Agreement In Connection With Sale And Assignment Of Unexpired Lease And Sublease Of Nonresidential Real Property, Subject To Higher Or Otherwise Better Bids, (B) Approving Termination Fee In Connection Therewith, (C) Approving Sale Of Lease And Sublease Free And Clear Of All Interests, And (D) Granting Related Relief (the "Lease Sale Motion"); and the Court having reviewed the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is GRANTED.
2. Notice of the Lease Sale Motion is shortened so that it may be heard, considered and ruled upon by the Court at a hearing on June 3, 2009 at 2:00 p.m.

3. Notice of the Lease Sale Motion is limited to the parties as set forth in the Motion.

4. This Court will retain jurisdiction with respect to any dispute concerning the relief granted hereunder.

Dated: Richmond, Virginia
_____, 2009

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley

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